

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK**

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IN RE

VISA CHECK/MASTERMONEY ANTITRUST
LITIGATION
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This Document Relates To:
All Actions
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**MASTER FILE NO.
CV-96-5238
(Gleeson, J.) (Orenstein M.J.)**

ORDER TO SHOW CAUSE

Upon the Memorandum in Support of Lead Counsel's Motion to Approve the Securitization of the MasterCard Settlement Account Payments ("Memorandum"), the accompanying declarations of Robert L. Begleiter, Esq., dated March 5, 2009 ("Begleiter Declaration"), Joshua J. Slovik, dated March 4, 2009, and Neil L. Zola, dated October 6, 2008, attachments to those declarations, and all prior papers and proceedings herein, it is hereby

ORDERED that any objectors to the Securitization (as set forth in the Memorandum and the Begleiter Declaration) shall show cause before the Honorable John Gleeson, United States District Judge for the Eastern District of New York, on _____, 2009 at ____:____ AM/PM, in Room _____ of the United States Courthouse, 225 Cadman Plaza East, Brooklyn, NY 11201, why the motion to permit the Securitization should not be granted and why the Proposed Order (annexed to the Begleiter Declaration as Exhibit N) authorizing Constantine Cannon LLP and Hagens Berman Sobol Shapiro LLP ("Lead Counsel") to complete the Securitization should not issue;

FURTHER ORDERED that any objections to the motion must be filed with this Court by no later than _____, 2009, and that Lead Counsel may file and serve papers in reply to such opposition papers by no later than _____, 2009; and it is

FURTHER ORDERED that posting a copy of this Order, the Memorandum, and the above-mentioned declarations and exhibits attached thereto on the case website at www.InReVisaCheckMasterMoneyAntitrustLitigation.com and at Lead Counsel's website at www.ConstantineCannon.com and mailing such papers to all parties who have appeared in this case on or before _____, 2009 shall be deemed good and sufficient service thereof.

Dated: _____, 2009
Brooklyn, New York

John Gleeson
United States District Judge